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July 2, 2001
Via Overnight

David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
P.O. Box 3412
Nashville, Tennessee 37219-0412

REC'D TN
REGULATORY AUTH.
'01 JUL 3 AM 10 13
OFFICE OF THE
EXECUTIVE SECRETARY

**Re: Notification of the Reorganization and Transfer of Control in Ownership of
Incomnet Communications Corporation**

01-00588

Dear Mr. Waddell:

This letter is sent on behalf of Incomnet Communications Corporation ("ICC" or "Company") as notification to the Tennessee Regulatory Authority that ICC, together with Incomnet, Inc. ("Incomnet" or "Parent"), a California corporation of which ICC is a wholly-owned subsidiary, entered into an agreement for the reorganization and transfer of control of ICC to Ironwood Telecom LLC ("Ironwood"), under terms of the Debtors' Third Amended Joint Chapter 11 Plan of Reorganization (the "Plan"). The Order confirming and implementing the Plan was issued by the U.S. Bankruptcy Court on May 9, 2000 for effect on May 22, 2000.

ICC is a Delaware corporation certificated as a reseller of interLATA telecommunications services by the Authority. Prior to reorganization, ICC, was a wholly-owned subsidiary of Incomnet, Inc. ("Incomnet"), a California corporation operating strictly as a holding company. Upon implementation of the Plan, Incomnet ceased doing business and its assets were liquidated. Ironwood Telecom LLC ("Ironwood"), a Colorado limited liability company, is a privately owned holding company which, under terms of the Plan, has only obtained stock ownership of ICC. Ironwood is not itself operating in the state. No changes are required to the Certificate of ICC as the Company did not merge with Ironwood, but continues to function as the operating entity.

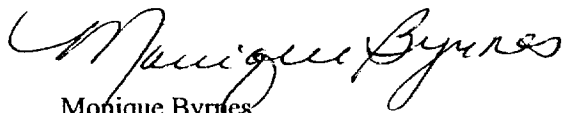
This transaction was transparent to the Customers of ICC as there was no interruption of service or major change in the management or operation of the Company. This transfer of ownership had no effect on Company name, address, contact information, services, rates or terms and conditions of service. The Company continues to market and bill in the name of Incomnet Communications Corporation.

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Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for this purpose. Questions regarding this filing may be directed to me at (407) 740-8575.

Yours truly,

A handwritten signature in black ink, reading "Monique Byrnes". The signature is fluid and cursive, with the first name "Monique" written in a larger, more prominent script than the last name "Byrnes".

Monique Byrnes
Consultant to
Incomnet Communications Corporation

MB/sp

cc: J. Stiles - Incomnet
file: Incomnet - TN
tms: tni0102